

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

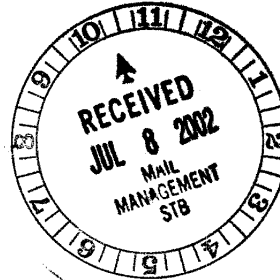
One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

June 28, 2002

RECORDATION NO. 23909-A FILED

JUL 8 '02 1-54 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of Schedule No. 2 dated April 15, 2002, to the Lease Agreement dated as of December 1, 2001, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of December 1, 2001, which was duly filed and recorded on March 21, 2002 and assigned Recordation Number 23909.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: GWI Leasing Corporation
Suite 200
1200-C Scottsville Road
Rochester, NY 14624

A description of the railroad equipment covered by the enclosed document is:

Sixty (60) 60-foot, Plate F boxcars with double 8-foot plug doors, marked and numbered as indicated in the attached Railcar List.

Mr. Vernon A. Williams
June 28, 2002
Page 2

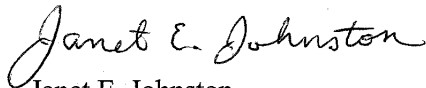
Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Board's Index is:

Memorandum of Schedule No. 2 dated as of April 15, 2002, to a Lease Agreement dated as of December 1, 2001, between Greenbrier Leasing Corporation, Lessor, and GWI Leasing Corporation, Lessee.

Sincerely,

A handwritten signature in cursive script that reads "Janet E. Johnston".

Janet E. Johnston
Assistant to the Executive Vice President

JEJ
Enclosure

cc: Robert W. Alvord, Esq.

RAILCAR LIST

CRLE 19302	CRLE 19077
CRLE 19326	CRLE 19080
CRLE 19352	CRLE 19081
CRLE 19371	CRLE 19083
CRLE 19327	CRLE 19086
CRLE 19369	CRLE 19085
CRLE 19395	CRLE 19093
CRLE 19353	CRLE 19097
CRLE 19374	CRLE 19098
CRLE 19375	CRLE 19076
CRLE 19390	CRLE 19079
CRLE 19391	CRLE 19088
CRLE 19409	CRLE 19091
CRLE 19412	CRLE 19101
CRLE 19417	CRLE 19104
CRLE 19393	CRLE 19110
CRLE 19422	CRLE 19084
CRLE 19426	CRLE 19106
CRLE 19384	CRLE 19111
CRLE 19434	CRLE 19113
CRLE 19436	CRLE 19116
CRLE 19437	CRLE 19118
CRLE 19439	CRLE 19121
CRLE 19444	CRLE 19094
CRLE 19446	CRLE 19126
CRLE 19394	CRLE 19127
CRLE 19447	CRLE 19130
CRLE 19492	CRLE 19131
CRLE 19498	CRLE 19132
CRLE 19499	CRLE 19134

RECORDATION NO.

23909-A FILED

JUL 8 '02 1-54 PM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

GWJ LEASING CORPORATION ("LESSEE")

DECEMBER 1, 2001

SCHEDULE NO. 2 DATED APRIL 15, 2002

Memorandum Schedule No. 2 dated April 15, 2002, to of a Lease Agreement dated December 1, 2001, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor"), and GWI Leasing Corporation, a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor sixty (60) 60-foot, Plate F boxcars with double 8-foot plug doors, marked and numbered as indicated in the attached Railcar List.
2. The Lease Agreement and Schedule No. 2 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 2.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:

GREENBRIER LEASING CORPORATION

BY: Norris M. Webb

NAME: NORRIS M. WEBB

TITLE: Executive Vice President

DATE: 6/27/02

LESSEE:

GWILEASING CORPORATION

BY: Carl P. Belke

NAME: CARL P. BELKE

TITLE: GM - FLEET

DATE: JUNE 24, 2002

)

) ss.

)

Janet E. Johnston
NOTARY PUBLIC

 OFFICIAL SEAL
JANET E. JOHNSTON
NOTARY PUBLIC-OREGON
COMMISSION NO. 355588
MY COMMISSION EXPIRES MAY 28, 2006

STATE OF New York)
) ss.
COUNTY OF Morroe)

On this 24th day of June, 2002, before me personally appeared
Carl P. Belke, to me personally known, who being by me duly sworn, says that he is
the GM-Fleet of GWI Leasing Corporation that the foregoing
instrument was signed on behalf of said corporation, and he or she acknowledged that the
execution of the said instrument was his or her free act and deed.

Janet R. Hartman
NOTARY PUBLIC

My commission expires: 12-31-02

JANET R. HARTMAN
Notary Public, State of New York
Qualified in Livingston County
My Commission Expires December 31, 2002

RAILCAR LIST

CRLE 19302	CRLE 19077
CRLE 19326	CRLE 19080
CRLE 19352	CRLE 19081
CRLE 19371	CRLE 19083
CRLE 19327	CRLE 19086
CRLE 19369	CRLE 19085
CRLE 19395	CRLE 19093
CRLE 19353	CRLE 19097
CRLE 19374	CRLE 19098
CRLE 19375	CRLE 19076
CRLE 19390	CRLE 19079
CRLE 19391	CRLE 19088
CRLE 19409	CRLE 19091
CRLE 19412	CRLE 19101
CRLE 19417	CRLE 19104
CRLE 19393	CRLE 19110
CRLE 19422	CRLE 19084
CRLE 19426	CRLE 19106
CRLE 19384	CRLE 19111
CRLE 19434	CRLE 19113
CRLE 19436	CRLE 19116
CRLE 19437	CRLE 19118
CRLE 19439	CRLE 19121
CRLE 19444	CRLE 19094
CRLE 19446	CRLE 19126
CRLE 19394	CRLE 19127
CRLE 19447	CRLE 19130
CRLE 19492	CRLE 19131
CRLE 19498	CRLE 19132
CRLE 19499	CRLE 19134